

314624

ARTICLES OF INCORPORATION  
OF  
SUNSHINE VALLEY FARMS, INC.

RECEIVED & FILED

APR 30 10 05 AM '93

RECEIVED  
COMMONWEALTH OF KENTUCKY  
Tara

These Articles of Incorporation, made and entered into on this the 28th day of April, 1993, evidencing that the undersigned incorporator has declared his forming a Corporation pursuant to Chapter 271B of the Kentucky Revised Statutes and all other acts amendatory thereto and supplemental thereto, are as follows:

ARTICLE I

The name of this Corporation is **SUNSHINE VALLEY FARMS, INC.**

710137

ARTICLE II

This Corporation's duration shall be perpetual.

ARTICLE III

The total number of shares of stock authorized to be issued shall be one thousand (1,000) shares of common stock, which shares shall have one vote per share and be without distinction as to powers, preferences and rights.

ARTICLE IV

The street address of the Corporation's initial registered office shall be 362 Old Whitley Road, London, Kentucky 40743; and the name of the initial registered agent is L. Ray Moncrief.

ARTICLE V

The mailing address of the Corporation's principal office and place of business is 362 Old Whitley Road, P.O. Box 1738, London, Kentucky 40743-1738.

ARTICLE VI

Garry A. Perry, whose address is Newberry, Hargrove & Rambicure, 2800 Lexington Financial Center, 250 West Main Street, Lexington, Kentucky 40507-1743, is the sole incorporator of the Corporation.

## ARTICLE VII

The names and mailing addresses of the members of the initial Board of Directors are L. Ray Moncrief, 362 Old Whitley Road, P.O. Box 1738, London, Kentucky 40743-1738; Michael V. Kemper, 6505 Alamo Court, Louisville, Kentucky 40258; and Mike McLaughlin, 322 Crab Orchard Road, Lancaster, Kentucky 40446.

## ARTICLE VIII

The affairs of the Corporation shall be managed and conducted by a Board of Directors. The number of directors shall be determined in the manner prescribed from time to time by the Bylaws of the Corporation.


## ARTICLE IX

A. Scope of Limitation. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any act or omission constituting a breach of his or her duty as a director, unless such act or omission i) relates to a transaction in which the director has a personal financial interest which is in conflict with the financial interests of the Corporation or its shareholders; ii) is not in good faith or involves intentional misconduct or is known to the director to be a violation of law; iii) is a vote for or assent to an unlawful distribution to shareholders as prohibited under KRS 271B.8-330; or iv) relates to a transaction from which the director derives an improper personal benefit.

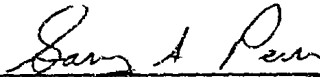
B. Amendment of Kentucky Business Corporation Act. If the Kentucky Business Corporation Act ("KBCA") is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the KBCA, as so amended, and without the necessity for further shareholder action in respect thereof.

C. Repeal or Modification. Any repeal or modification of this Article IX by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

WITNESS the signature below on this the 28th day of  
April, 1993.

  
\_\_\_\_\_  
GARRY A. PERRY, Incorporator

THIS INSTRUMENT PREPARED BY:

  
\_\_\_\_\_  
NEWBERRY, HARGROVE & RAMBICURE  
2800 LEXINGTON FINANCIAL CENTER  
250 WEST MAIN STREET  
LEXINGTON, KENTUCKY 40507  
(606) 231-3700

REF: ddc\sunshine\articles.inc

NEWBERRY HARGROVE & RAMBICURE, P. S. C.

ATTORNEYS AT LAW

2800 LEXINGTON FINANCIAL CENTER  
250 WEST MAIN STREET  
LEXINGTON, KENTUCKY 40507-1743

JAMES H. NEWBERRY, JR.  
JAMES E. HARGROVE  
WILLIAM C. RAMBICURE  
JENNIFER B. COFFMAN  
D. DUANE COOK  
FORREST W. RAGSDALE III  
BRIAN C. GARDNER  
JANE E. MITCHELL  
S. DIANNE BLANFORD  
T. RENEE MONTAGUE  
J. STEPHEN McDONALD

TELEPHONE (606) 231-3700  
FACSIMILE (606) 259-1092

JEFFREY S. WALTHER  
GARRY A. PERRY  
ROBERT L. ROARK  
JONATHAN L. GAY

OF COUNSEL  
STEPHEN L. MILLER

\* ALSO ADMITTED IN FLORIDA  
\*\* ALSO ADMITTED IN CALIFORNIA  
\* ALSO ADMITTED IN OHIO  
\*\* ALSO ADMITTED IN TENNESSEE  
\* ALSO ADMITTED IN MISSISSIPPI  
\*\* ALSO ADMITTED IN WEST VIRGINIA

April 28, 1993

Mr. Bob Babbage  
Secretary of State  
P.O. Box 718  
Frankfort, KY 40602-0718

Re: Articles of Incorporation for Sunshine Valley Farms,  
Inc.

Dear Sir:

Please find enclosed an original and two copies of the Articles of Incorporation of Sunshine Valley Farms, Inc. This law firm represents Kentucky Highlands Investment Corporation, whose president is Jerry Rickett. Mr. Rickett has reserved the name "Sunshine Valley Farms, Inc." for KHIC, and the enclosed articles are being filed with his approval and at his direction.

Also enclosed is a check for the incorporation fee in the amount of \$50.00.

Please file the original and return the stamped copies to my attention at the above address. If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

  
Garry A. Perry

GAP/jrh  
Enclosures  
cc: Kentucky Highlands Investment Corporation  
Jerry Rickett

Re: s:\ddc\sunshine\incorp.1tr

RECEIVED

APR 30 1993

OFFICE OF STATE  
COMMONWEALTH OF KY

7-15-93

I- 312620  
A- 314624



**BOB BABBAGE**

SECRETARY OF STATE

**APPLICATION OF RESERVATION OF NAME**

Pursuant to the provisions of Chapters 271B, 273 and 362 of the Kentucky Revised Statutes, the undersigned hereby applies for reservation of the following name for a **NON RENEWABLE** period of one hundred twenty (120) days:

SUNSHINE VALLEY FARMS, INC.

(Proposed Name to be Reserved)

Dated: March 8, 19 93

**705051**

*Jerry Rickett*  
Signature of Applicant

Jerry Rickett  
Name and

P. O. Box 1738  
Address of Applicant

**MAR 15 1993**

London, KY 40743  
(Please Type or Print)

COMMONWEALTH OF KY

RECEIVED & FILED

# 1572

**MAR 15 9 49 AM '93**

BOB BABBAGE  
SECRETARY OF STATE  
COMMONWEALTH OF KENTUCKY  
BY *[Signature]*

(See Reverse side for Instructions)